



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

Writer's Direct Dial Number
(804) 629-2818
Telecopier: (804) 533-4872

July 21, 1994

RECORDATION NO. 10647-8
FILED 1475

JUL 26 1994 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of July 11, 1994. The primary document to which this is connected is recorded under Recordation No. 10647.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: CoreStates Bank, N.A. (formerly
First Pennsylvania Bank N.A.)
510 Walnut Street
Philadelphia, PA 19106

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document is generally described as follows:

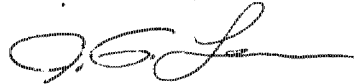
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
41	3,000 HP Diesel- Electric Locomotives	C-C	8038-8078

A fee of \$18.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of July 11, 1994, to terminate Equipment Trust Agreement with Recordation No. 10647, dated July 1, 1979, and covering 41 diesel-electric locomotives numbered 8038-8078, all inclusive.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane', written in a cursive style.

J. Gary Lane

jgl
encl.

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
Series No. 9

JUL 26 1994 - 12 41 PM
INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that CoreStates Bank, N. A. (successor by merger to First Pennsylvania Bank N.A.) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of July 1, 1979, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series No. 9 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and any dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal attested by one of its ~~Assistant Secretaries~~, this 11th day of July, 1994.

ASSISTANT VICE PRESIDENT

CORESTATES BANK, N.A.,
as Trustee

By: C. Wind
Title: CORPORATE TRUST OFFICER

ATTEST:
[Signature]
~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

COMMONWEALTH OF Pennsylvania)
COUNTY OF Philadelphia) SS.:
)

On this 11th day of July , 1994, before me,
a Notary Public, personally appeared Cathy Wiedecke ,
to me personally known, who, being by me duly sworn, says^she is a
Corporate Trust Officer of CoreStates Bank, N.A., that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

John Sohler

Notary Public

My commission expires:

NOTARIAL SEAL
JOHN SOHLER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 1, 1998



0100321063

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

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July 21, 1994

RECORDATION NO. 10647-B FILED 1425

JUL 26 1994 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

Ms. Su-Jin Lee
Legal Assistant
Sidley & Austin
1722 Eye Street, N.W.
Washington, D.C. 20006

Re: Release and Satisfaction and Bill of Sale

Dear Ms. Lee:

Enclosed for filing with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 are three counterparts of a Release and Satisfaction and Bill of Sale, together with the original of my transmittal letter to the ICC. Will you please arrange to have these filed with the ICC and return to me two counterparts stamped with the Commission's recordation data. The filing fee for this will be \$18.00. Thanks.

Very truly yours,

J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 26, 1994

J. GARY LANE
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191

Dear MR. LANE:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/26/94 at 12:40PM, and assigned recordation number(s). 10647-B

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Julia M. Stokes